

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Taknovus, Inc.		04/20/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	Partech U.S. Partners III
Street Address:	50 California Street, Suite 3200
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	CV, Netherlands Antilles:

Name:	45th Parallel, LLC
Street Address:	50 California Street, Suite 3200
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LLC, Delaware:

Name:	Multinvest, LLC
Street Address:	50 California Street, Suite 3200
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LLC, Cayman Islands:

Name:	U.S. Venture Partners VIII, LP
Street Address:	2735 San Hill Road
City:	Menlo Park
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	LIMITED PARTNERSHIP:

CH \$140.00 78125254

Name:	USVP VIII Affiliates Fund, LP
Street Address:	2735 San Hill Road
City:	Menlo Park
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	LIMITED PARTNERSHIP:

Name:	USVP Entrepreneur Partners VIII-A, LP
Street Address:	2735 San Hill Road
City:	Menlo Park
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	LIMITED PARTNERSHIP:

Name:	USVP Entrepreneur Partners VIII-B, LP
Street Address:	2735 San Hill Road
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	LIMITED PARTNERSHIP:

Name:	Portview Communications Partners, LP
Street Address:	Mutual Fund Services, 11 Dr. Roys Drive, P.O. Box 694 GT
City:	Grand Cayman
State/Country:	CAYMAN ISLANDS
Postal Code:	BWI
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78125254	TEKNOVUS ACCESS THE FUTURE
Serial Number:	78209833	ETHERNETMONITOR
Serial Number:	78192118	ETHERNETPLUS
Serial Number:	78280488	ETHERNETCPE
Serial Number:	78280478	ETHERNETMUX

CORRESPONDENCE DATA

Fax Number: (949)567-6710

TRADEMARK
REEL: 002840 FRAME: 0856

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: ipprosecution@orrick.com
Correspondent Name: Orrick, Herrington & Sutcliffe, LLP
Address Line 1: 4 Park Plaza, Suite 1600
Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER:

12944.4

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

John Cook

Total Attachments: 5
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April 20, 2004, is executed by Teknovus, Inc., a California corporation ("Debtor"), in favor of the below-defined Lenders.

A. Pursuant to a Security Agreement, dated as of the date hereof (the "Security Agreement"), by and among Debtor and Lenders, Debtor has secured its payment obligations under the promissory notes issued pursuant to the Note Agreement (as defined below).

B. Pursuant to a Senior Secured Convertible Note and Warrant Purchase Agreement, dated as of the date hereof (the "Note Agreement"), among Debtor and the lenders listed on Exhibit A to the Note Purchase Agreement ("Lenders"), Lenders have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

C. Debtor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

D. Schedules 1-A and 1-B hereof constitute a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Security Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to Lenders, in accordance with the provisions of Section 4(h) of the Security Agreement, of any addition or change which is necessary to be made to Schedules 1-A and 1-B in order to maintain such schedules' completeness or accuracy.


E. Debtor hereby grants to Lenders a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the obligations under the Note Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Debtor's obligations to Lenders.

Debtor does hereby further acknowledge and affirms that the rights and remedies of Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Note Agreement and the Security Agreement.

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

TEKNOVUS, INC.

By: 
Gerald A. Pesavento
President

[Signature page to Grant of Security Interest Trademarks]

Teknovus Lenders per Exhibit A to Note Purchase Agreement

Partech U.S. Partners III CV
c/o Partech International Inc.
50 California Street
Suite 3200
San Francisco, CA 94111

45th Parallel, LLC
c/o Partech International Inc.
50 California Street
Suite 3200
San Francisco, CA 94111

Multinvest, LLC
c/o Partech International Inc.
50 California Street
Suite 3200
San Francisco, CA 94111

U.S. Venture Partners VIII, L.P.,
a Delaware Limited Partnership
2735 San Hill Road
Menlo Park, CA 94025

USVP VIII Affiliates Fund, L.P.
a Delaware Limited Partnership
2735 San Hill Road
Menlo Park, CA 94025

USVP Entrepreneur Partners VIII-A, L.P.
a Delaware Limited Partnership
2735 San Hill Road
Menlo Park, CA 94025

USVP Entrepreneur Partners VIII-B, L.P.
a Delaware Limited Partnership
2735 San Hill Road
Menlo Park, CA 94025

Portview Communications Partners L.P.
c/o CIBC Bank and Trust Company (Cayman) Limited
Mutual Fund Services
11 Dr. Roys Drive
P.O. Box 694 GT
Grand Cayman, Cayman Islands
B.W.I.

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark

Registration Date

Registration No.

None

SCHEDULE I-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
TEKNOVUS ACCESS THE FUTURE (And Design) in International Class 9 for the goods of telecommunication computer hardware and semiconductors used for broadband access networks, optical communications and wireline communications	4/30/02	78/125254
ETHERNETMONITOR in International Class 9 for the goods of semiconductors and chipset multiplexing operations, administration, and management (OAM) channel with ethernet data on point-to-point links	2/1/03	78/209833
ETHERNETPLUS in International Class 35 for the goods of semiconductor chips for data and telecommunication networks	12/6/02	78/192118
ETHERNETCPE in International Class 9 for the goods of semiconductor chips for a family of integrated circuits and semiconductors for ethernet-based access links with dedicated management channel for customer premises equipment (CPE)	7/29/03	78/280488
ETHERNETMUX in International Class 9 for the goods of semiconductor chips for a family of integrated circuits and semiconductors for multiplexing multiple ethernet streams into one physical link	7/29/03	78/280478

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